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HOGAN & HARTSON

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555 THIRTEENTH STREET NW
WASHINGTON DC 20004-1109
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Writer's Direct Dial
202/637-6418

RECORDATION NO. 15888-13 FILED 1425

JUN 7 1993 3-30PM

INTERSTATE COMMERCE COMMISSION

June 7, 1993

BRUSSELS
LONDON
PARIS
PRAGUE
WARSAW

BALTIMORE, MD
BETHESDA, MD
McLEAN, VA

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20432

RECORDATION NO. 15888-13 FILED 1425

JUN 7 1993 3-30PM

INTERSTATE COMMERCE COMMISSION

JUN 7 3:34 AM '93
MOTOR OPERATING UNIT

Attn: Mrs. Mildred Lee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two certified photostatic copies of each of the following two documents:

1. First Supplemental Trust Agreement (Series P-8) dated as of June 1, 1993 between Continental Bank, N.A., as "Trustee," and Union Tank Company, as "Company."
2. Bill of Sale dated as of October 1, 1988 between Continental Bank, N.A., as "Trustee," and Union Tank Car Company, as "Company."

A description of the railroad equipment covered by each of the enclosed two documents is set forth in Schedule A and Schedule B to the First Supplemental Trust Agreement between Continental Bank, N.A. and Union Tank Car Company, covering equipment included on Union Tank Car Company Equipment Trust Series P008.

These documents are to be filed in Recordation No. 15888 as supplements to Equipment Trust Agreement (Series P-8).

HOGAN & HARTSON

Mr. Sydney L. Strickland

June 7, 1993

Page 2

The names and addresses of the aforementioned parties to the enclosed documents are:

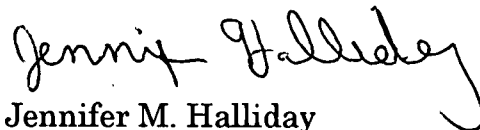
Union Tank Car Company
39 South LaSalle Street
Chicago, IL 60603

Continental Bank, N.A.
321 South LaSalle Street
Chicago, IL 60697

Enclosed are two checks in the amount of \$16.00 each payable to the order of the Interstate Commerce Commission, covering the required recordation fee for each document. Kindly return one stamped photostatic copy of each of the two enclosed documents, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions that you may have concerning the above.

Sincerely,



Jennifer M. Halliday
Legal Assistant

Enclosures

cc: Patrick J. Allen, Esq.
Peter F. Rousselot, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

6/7/93

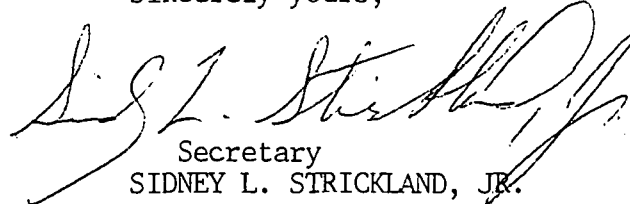
OFFICE OF THE SECRETARY

Jennifer M. Halliday
Legal Assistant
Hogan & Hartson
555 13th St N.W.
Washington, D.C. 20004- 1109

Dear Ms. Halliday:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **6/7/93** at **3:30pm**, and assigned
recordation number(s). **15888-A & 15888-B**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274

RECORDATION NO. 15888 FILED 1425

JUN 7 1993 3-30PM

INTERSTATE COMMERCE COMMISSION

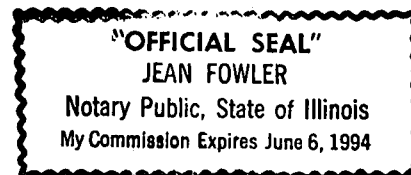
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the First Supplemental Trust Agreement dated as of June 1, 1993 with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 4th day of June, 1993.


Notary Public



JUN 7 1993 3-30PM

FIRST SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES P-8)

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of June 1, 1993, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Continental Bank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of October 1, 1988, providing for the issue of its Equipment Certificates (Series P-8) in the aggregate principal amount of \$48,750,000.

B. Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____

R. C. Gluth
R. C. Gluth,
Executive Vice President

Attest:

Robert W. Webb
Robert W. Webb, Secretary

CONTINENTAL BANK, N.A.

By: _____

Martha L. Sanders
TRUST OFFICER

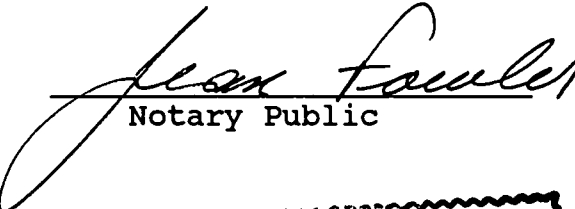
Attest:

George N. Remmer
Trust Officer

UTC2044P

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On June 1, 1993, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

My Commission Expires:

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 6, 1994

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 3rd day of June, 1993, before me personally came MARTHA L. SANDERS, to me known, who, being by me duly sworn, did depose and say that he/she is TRUST OFFICER of Continental Bank, N.A., one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.


Notary Public

My Commission Expires:

10/1/94

" OFFICIAL SEAL "
Carol Earle Kirkland
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXP: 10/1/94

UTC2044P

5/25/93

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT FOR SUBSTITUTION
SERIES P008

Quantity	A.A.R. Mechanical Description Code	Capacity in (Gal./Cuft.)	Road Numbers
20	C214	5,800 CUFT.	UTCX 58890-58892, UTCX 58901- 58902, UTCX 58904-58913, UTCX 58989-58993
1	T095	19,000 GAL.	UTLX 200542
1	T096	23,500 GAL.	UTLX 647036
22	TOTAL		

5/25/93

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT FOR SUBSTITUTION
WRECKED/RETIRED CARS
SERIES P008

Quantity	A.A.R. Mechanical Description Code	Capacity	Road Numbers
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20	C214	5,800 CUFT.	UTCX 47253-47272

20	TOTAL		

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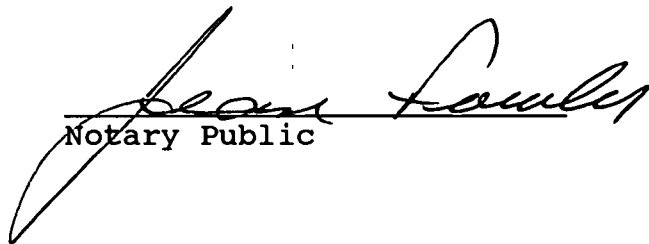
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated June 3, 1993 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 4th day of June, 1993.


Notary Public

